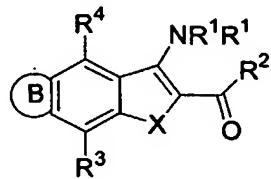
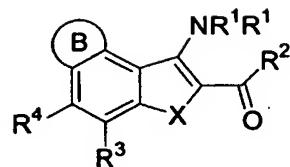


What is claimed is

1. A compound selected from Formula Ia and Formula Ib



Ia



Ib

5

where

X is O or S;

R¹ is in each instance independently selected from H, C₁-C₆ alkyl, benzoyl, and C(O)R^A;

10 R^A is in each instance independently H, (C₁-C₆)alkoxy, NR^BR^B, or (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, =O, (C₁-C₃)alkoxy, C(O)R^B, halo and NR^BR^B;

R^B is in each instance independently H, (C₃-C₆)cycloalkyl, and (C₁-C₆)alkyl, said alkyl being optionally substituted with

15 OH, =O, halo, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, NC(O)(C₁-C₃)alkyl and phenyl,

and where R^B, when it is attached to a N atom, is in each instance (C₁-C₄)alkyl, then the 2 (C₁-C₄)alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

20 and where R^B and R^B together with the N to which they are attached may form a morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, =O, NH₂, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, and (C₁-C₆)alkoxy,

and with the proviso that when R^B is attached to S(O) or to S(O)₂, it cannot be H;

25 R² is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substituents each independently selected from OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₃-C₆)cycloalkyl, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B,

$\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{S}(\text{O})_2\text{R}^{\text{B}}$, $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{R}^{\text{A}}$, and
 $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{OR}^{\text{B}}$,

5 a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substituents each independently selected from

OH , CN , NO_2 , $(\text{C}_1\text{-}\text{C}_6)\text{alkyl}$, $(\text{C}_3\text{-}\text{C}_6)\text{cycloalkyl}$, $(\text{C}_1\text{-}\text{C}_6)\text{alkoxy}$, halo ,
 $\text{halo}(\text{C}_1\text{-}\text{C}_6)\text{alkyl}$, $\text{halo}(\text{C}_1\text{-}\text{C}_6)\text{alkoxy}$, $\text{C}(\text{O})\text{R}^{\text{A}}$, $\text{C}(\text{O})\text{NR}^{\text{B}}\text{R}^{\text{B}}$, $\text{NR}^{\text{B}}\text{R}^{\text{B}}$,
 $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{S}(\text{O})_2\text{R}^{\text{B}}$, $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{R}^{\text{A}}$, and
 $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{OR}^{\text{B}}$,

10 R^3 and R^4 are each independently selected from H , halo , OH , CN , $(\text{C}_1\text{-}\text{C}_3)\text{alkoxy}$,
 $(\text{C}_1\text{-}\text{C}_3)\text{alkyl}$, $\text{halo}(\text{C}_1\text{-}\text{C}_3)\text{alkoxy}$ and $\text{halo}(\text{C}_1\text{-}\text{C}_3)\text{alkyl}$ with the proviso that when X in
Formula Ib is S , then R^4 cannot be $(\text{C}_1\text{-}\text{C}_3)\text{alkyl}$;

B is a 5 or 6 membered cyclic moiety being optionally substituted with 1 or 2

15 substituents each independently selected from $=\text{O}$, OH , N oxide, halo ,
 $\text{halo}(\text{C}_1\text{-}\text{C}_6)\text{alkyl}$, $\text{halo}(\text{C}_1\text{-}\text{C}_6)\text{alkoxy}$, $(\text{C}_1\text{-}\text{C}_6)\text{alkyl}$, $(\text{C}_1\text{-}\text{C}_3)\text{alkylphenyl}$,
 $(\text{C}_1\text{-}\text{C}_6)\text{alkoxy}$, $\text{C}(\text{O})\text{R}^{\text{A}}$, $\text{C}(\text{O})\text{OR}^{\text{B}}$, $\text{C}(\text{O})\text{NR}^{\text{B}}\text{R}^{\text{B}}$, $\text{NR}^{\text{B}}\text{R}^{\text{B}}$,
 $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{S}(\text{O})_2\text{R}^{\text{B}}$, and $\text{NH}[(\text{C}_1\text{-}\text{C}_6)\text{alkyl}]_{0-1}\text{C}(\text{O})\text{R}^{\text{A}}$;

or a pharmaceutically acceptable salt or ester thereof.

20

2. A compound of claim 1 comprising a compound of Formula Ia.
3. A compound of claim 1 comprising a compound of Formula Ib.
4. A compound of claim 2 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
- 25 5. A compound of claim 2 where at least one R^1 is H .
6. A compound of claim 2 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
7. A compound of claim 2 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

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8. A compound of claim 6 where R^2 is optionally substituted with 1 or 2 substituents and R^3 and R^4 are each independently selected from H, OH, Cl, F, CN, CH_3 , OCH_3 , CF_3 and OCF_3 .
9. A compound of claim 7 where optionally substituted B, if it were not fused to the core molecule, is saturated.
10. A compound of claim 9 where B is substituted with =O, OH, Cl, F, (C_1 - C_6)alkyl, (C_1 - C_6)alkoxy, $NR^B R^B$, CF_3 and OCF_3 .
11. A compound of claim 3 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
12. A compound of claim 3 where at least one R^1 is H.
13. A compound of claim 3 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
14. A compound of claim 3 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
15. A compound of claim 13 where R^2 is optionally substituted with 1 or 2 substituents and R^3 and R^4 are each independently selected from H, OH, Cl, F, CN, CH_3 , OCH_3 , CF_3 and OCF_3 .
16. A compound of claim 14 where optionally substituted B, if it were not fused to the core molecule, is saturated.
17. A compound of claim 16 where B is substituted with =O, OH, Cl, F, (C_1 - C_6)alkyl, (C_1 - C_6)alkoxy, $NR^B R^B$, CF_3 and OCF_3 .
18. A composition comprising a compound of Formula Ia or Formula Ib.
19. A composition of claim 18 comprising a compound of Formula Ia.
20. A composition of claim 18 comprising a compound of Formula Ib.
21. A composition of claim 19 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

22. A composition of claim 21 where at least one R^1 is H.
23. A composition of claim 21 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
24. A composition of claim 20 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
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25. A composition of claim 24 where at least one R^1 is H.
26. A composition of claim 24 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
27. A method of treating or preventing a hyper-proliferative disorder comprising
10 administration to a patient in need thereof of an effective amount of a compound of Formula Ia or Formula Ib.
28. A method of claim 27 comprising a compound of Formula Ia.
29. A method of claim 27 comprising a compound of Formula Ib.
30. A method of claim 28 where R^2 is selected from phenyl, a six membered heterocycle and
15 a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
31. A method of claim 29 where R^2 is selected from phenyl, a six membered heterocycle and
20 a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.